

Exhibit - A

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: : Chapter 11
: :
W.R. GRACE & CO., *et al.* : Case No. 01-1139 (JKF)
: :
Debtors : (Jointly Administered)

**ORDER APPROVING FORTY-FIRST QUARTERLY
FEE APPLICATION OF PRICEWATERHOUSECOOPERS LLP,
AUDITORS AND TAX CONSULTANTS FOR DEBTORS, FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE INTERIM PERIOD OF APRIL 1, 2011 THROUGH JUNE 30, 2011**

Upon consideration of the Forty-First Quarterly Fee Application of PricewaterhouseCoopers LLP ("PwC"), Auditors and Tax Consultants for Debtors, for Allowance of Compensation and Reimbursement of Expenses, incurred during the interim period April 1, 2011 through June 30, 2011, dated August 15, 2011 (the "Application"); and upon the Certification of Thomas E. Smith in support of the Application; and upon a hearing having been held before this Court to consider the Forty-First Quarterly Fee Application; and upon notice having been given pursuant to Bankruptcy Rule 2002(a)(7) and (c)(2); and due consideration having been given to any responses thereto, and sufficient cause having been shown therefore, it is hereby:

ORDERED that the Forty-First Quarterly Fee Application is approved, and it is further

ORDERED that the compensation for services rendered in the amount of \$446,459.02 (plus \$22,224.66 for preparing the related fee applications) and expenses in the aggregate amount of \$10,808.20 with respect to the April 1, 2010 through June 30, 2010 monthly applications is hereby granted to PwC.

Dated: _____, 2011

Judith K. Fitzgerald
United States Bankruptcy Judge